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Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND PRICEDEX SOFTWARE, INC. COMPROMISING AND
ALLOWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 17496**

(PRICEDEX SOFTWARE, INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Pricedex Software, Inc. (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Pricedex Software, Inc. Compromising And Allowing Proof Of Administrative Expense Claim Number 17496 (Pricedex Software, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 7, 2009, the Claimant filed proof of administrative expense claim number 17496 against Delphi which asserts an administrative expense priority claim in the amount of \$601,638.00 allegedly arising from goods sold and services performed by the Claimant (the "Claim").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, the Claimant submitted an undocketed response to the Forty-Third Omnibus Objection (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim should be allowed as an administrative expense priority claim in the amount of \$270,000.00 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$270,000.00 and shall be treated as an allowed administrative claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.

2. DPH Holdings Corp. shall pay \$270,000.00 in full and final satisfaction of the Claim within 20 days of the Court entering this Stipulation. Such payment will be remitted by check payable to "Pricedex Software, Inc." and will be mailed to its president, at the following address:

Pricedex Software, Inc.
Attention: President Terence J. O'Reilly
P.O. Box 458, 1864 Highway #2 East
Brockville, Ontario, Canada K6V 5V6

3. The Response is hereby deemed withdrawn with prejudice.
4. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claim.
5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 16th day of November, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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